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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
	)	
GSC Group, Inc., <u>et al.</u> , <sup>1</sup>	)	Case No. 10-14653 (AJG)
	)	
Debtors.	)	Jointly Administered

**OBJECTION OF STARBIRD FUNDING CORPORATION TO DEBTORS' MOTION  
FOR ENTRY OF (I) AN ORDER APPROVING  
(A) BIDDING PROCEDURES, (B) FORM AND MANNER OF NOTICE  
OF SALE, AND (C) PROCEDURES FOR DETERMINING  
CURE AMOUNTS, AND (II) AN ORDER AUTHORIZING (A)  
SALE OF ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS,  
ENCUMBRANCES, AND OTHER INTERESTS, AND (B) ASSUMPTION AND  
ASSIGNMENT OF EXECUTORY CONTRACTS TO SUCCESSFUL BIDDER(S)**

Starbird Funding Corporation, an investor in Class A-1 of GSC Partners CDO Fund VII,  
Limited ("Starbird"), and a party-in-interest in the above-captioned chapter 11 cases, hereby  
objects (the "Objection") to the *Debtors' Motion for Entry of (I) an Order Approving (A)*

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<sup>1</sup> The Debtors along with the last four digits of each Debtor's federal tax identification number are GSC Group, Inc. (6382), GSCP, LLC (6520), GSC Active Partners, Inc. (4896), GSCP (NJ), Inc. (3944), GSCP (NJ) Holdings, L.P. (0940), GSCP (NJ), L.P. (0785), and GSC Secondary Interest Fund, LLC (6477).

*Bidding Procedures, (B) Form and Manner of Notice of Sale, and (C) Procedures for Determining Cure Amounts, and (II) an Order Authorizing (A) Sale of Assets Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, and (B) Assumption and Assignment of Executory Contracts to Successful Bidder(s)*, filed in the above-captioned chapter 11 cases on September 3, 2010 [Docket No. 24] (the “Motion”) for the reasons set forth in the Objection of Polygon Global Opportunities Master Fund to the Motion. Starbird hereby reserves the right to amend and supplement this Objection, and to object to the Motion on any other grounds.

WHEREFORE, Starbird respectfully requests that this Court enter an Order modifying the Bidding Procedures or granting such other and further relief as is just and proper.

Dated: September 13, 2010  
New York, New York

CADWALADER, WICKERSHAM & TAFT LLP

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